



The Honest Advantage

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GSA Code of Business Conduct and Ethics

The GreenStar Alliance | 2017



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GreenStar Alliance Code of Ethics

The GreenStar Alliance concept was founded through a basic fundamental of building trust, and to serve our customers with the highest values and services possible in the heating and air-conditioning industry. In order to meet the most basic principles our values and unwavering performance would be meaningless if GreenStar Alliance did not have the highest quality standards defined. Therefore, to provide the best that we can offer, we have established this Code of Business Conduct and Ethics for conducting the business of the Company with a focus on achieving the highest standards for our business ethics.

Each person in the GreenStar Alliance (GSA) business structure is critically important and essential for our concept to be nurtured and grown throughout our organization AND membership. Each employee, member, and customer brings a uniqueness to the GreenStar Alliance foundation for all together they are our Company's most valuable resources and are key to our success. In order for our values to stand the course of time, we shall create a clear focus with our daily activities as we identify synergies, leverage inherent creativity, individualized experience and expressions, knowledge about technology, and developed perseverance, to find innovative and uncommon solutions to challenge all that rises in our path. Diversity is valued as part of our fundamental growth as we integrate the unique abilities of individuals and their varied perspectives along with the talents they provide.

The GSA Code of Business Conduct and Ethics is not something that we can simply put procedures with steps in place because it will not address all that is presented to each individual involved with GreenStar that believes in WHY the GSA strives to deliver the absolute best we can offer. Therefore, the GSA Code of Business Conduct and Ethics are conceptualized and generalized guidelines developed and improved upon as principles. All guidelines developed for the people associated with GreenStar shall remain as transparent and simple as practical.

The GSA Team shall review these principles on an ongoing, as needed basis and address those areas that require the attention needed to constantly improve the way we take care of our customers while continually providing incredible values.

As GreenStar adapts to the changing world and the personal needs of each employee, member, and customer, we do so by empowering everyone through open policies and training. By empowering each person GreenStar can continue improving through constant innovation and feedback.

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COMPENSATION AND TENURE

GreenStar has adopted a “pay for performance” philosophy. We provide wages, salaries, and benefits to maintain our position with challenging the status quo position in the marketplace. It allows us to attract and retain highly effective personnel, provide incentives and reward for excellence.

CONTROLLED SUBSTANCES AND DRUGS

The Company prohibits the use, possession, distribution, purchase, or sale of controlled substances on its premises while conducting business for the Company or while operating Company equipment.

Controlled substances include:

- Illegal drugs and narcotics
- Prescription drugs obtained or used without a legal prescription
- Other unlawful substances or materials

ALCOHOL

The use, possession, distribution, purchase or sale of alcohol by any person while on Company premises or while operating Company equipment is prohibited unless prior permission has been obtained from appropriate Company management. In certain circumstances, such as official Company events, use of alcohol may be authorized by company management. Any person under the influence of alcohol is prohibited from entering Company premises, engaging in Company business or operating Company equipment.

Any use of alcohol or any other substance that causes or contributes to unacceptable job performance or unusual job behavior is also prohibited.

Where allowed by law, the Company may conduct searches and test for drug and alcohol use.

PREVENTION OF WORKPLACE VIOLENCE AND HARASSMENT

The Company prohibits actual or threatened violence against co-workers, visitors or anyone else who is either on our premises or has contact with employees in the course of their duties. Every threat of violence is serious. Report any such event immediately.

Threats of immediate concern should be referred to your local police department followed up with the GreenStar Hotline.

GreenStar is also committed to a workplace free of harassment. If you are confronted with harassment, you should report your concern to your supervisor, local management representative or the GreenStar Hotline.

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HUMAN RIGHTS

GreenStar strongly supports universal human rights as a core value. We condemn human rights abuses. We condemn bullies. The commitment GreenStar puts forward is encompassed in the GreenStar Why. This fundamental basis along with our vision and values with the support of other company policies that ensure we deliver the best we have to offer safely and responsibly while remaining in compliance with applicable laws and regulations.

What are Human Rights?

Human rights are commonly defined as basic principles of conduct for which all people are entitled, regardless of nationality, gender, race, economic status or religion.

Although our governmental agencies are assigned with the primary duty to protect and serve while ensuring fulfillment of human rights, GreenStar recognizes that companies also have a responsibility to respect human rights, and can also play a powerful role in the communities where they operate.

YOUR RESPONSIBILITY

All employees are required to comply with the GreenStar Code of Business Conduct and Ethics. This expectation includes the following actions:

- Conducting yourself according to the values of the GreenStar Why
- Understanding and obeying local laws and acting consistently with GreenStar policies and guidelines
- Reading and acknowledging the Business Conduct and Code of Ethics
- Reporting non-compliance when and where it is observed

CODE VIOLATIONS

All members and employees have a duty to uphold and report any known or suspected violation of this Code. This is not limited to any violation of the laws, rules, regulations, or other policies that apply to and/or directly or indirectly affect the Company. If an employee or member knows of, or suspects a violation of this Code, he/she should immediately report the conduct to his/her supervisor or territory representative. An employee or member that wishes to remain anonymous, may contact the GSA human resources email hotline at violations@greenstaralliance.com. All calls and email are confidential. Any report of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Each member of the management team will protect every employee or member's confidentiality to the extent possible, consistent with the law and the Company's need to investigate each situation.

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It is Company policy that any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment with cause. This determination will be based upon the facts and circumstances of each situation. Any person accused shall be given ample opportunity to present his or her version of the circumstances prior to any determination of disciplinary action.

POLICY AGAINST RETALIATION

The Company strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations of applicable law or this Code. Anyone engaging in reprisal or retaliation against an employee who, in good faith, sought help or filed a report will be subject to disciplinary action, including possible termination of employment with cause.

WAIVERS FROM THE CODE

Waivers of this Code will be granted only in extraordinary circumstances. Currently a third-party arbitration will be required to determine whether any waiver from this Code may be approved, and all decisions will be disclosed publicly as required by local law.

CONFLICTS OF INTEREST

A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interests of the Company as a whole. Employees should avoid any private interest that influences their ability to act in the interests of the Company or that make it difficult to perform their work objectively and effectively.

Disclosure of Conflicts of Interest

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If an employee suspects that they have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, the employee must report it to his/her supervisor or the Human Resources Department. The supervisor and the Human Resources Department will work with the employee to determine whether he/she has a conflict of interest, and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in "Waivers from the Code" above.

CONFIDENTIAL INFORMATION

Employees have access to a variety of confidential business information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed; such as client lists. If you have any doubts whether any information or data concerning the

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Company is confidential, you must refrain from disclosure and check with the supervisor or senior manager in your territory office or headquarters. Employees have a duty to safeguard all confidential information, except when disclosure is authorized or legally mandated. Confidential information is not to be stored on wireless devices or saved on cloud based or other storage services. An employee's obligation to protect confidential information continues after an employee leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company and could result in legal liability to you and the Company.

Violation of these confidentiality obligations may result in discipline up to and including dismissal.

FAIR BUSINESS PRACTICES

All employees are obligated to deal fairly with the Company's customers, suppliers, competitors and other employees. Employees will not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

Fraud

Engaging in any scheme to defraud anyone — of money, property or honest services — violates Company policy and the law and carries severe penalties. Those consequences apply to any dishonest or fraudulent activities, including misusing or stealing Company assets or falsifying a travel and entertainment expense report, among other violations.

GIFTS AND ENTERTAINMENT

Receipt of gifts and entertainment are discouraged, and should never compromise your ability to make objective and fair business decisions. In other words, gifts and entertainment may never be exchanged for information, treatment or opportunities that otherwise would not be given. When conducting business, you must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your immediate supervisor or management for additional guidance.

PROTECTION AND USE OF COMPANY ASSETS

All employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of the funds or assets of the Company, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited.



COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. Our employees are responsible for understanding and complying with our record keeping policy. Each employee should ask his/her supervisor if he/she has any questions.

PUBLIC COMMUNICATIONS

We are subject to various laws, regulations and reporting obligations. Both the law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's principal financial officers and other employees working with accounting and reporting have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

COMPLIANCE WITH LOCAL/FEDERAL LAWS AND REGULATIONS

Each employee has an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. Each employee is expected to understand and comply with all laws, rules and regulations that apply to his/her job position. If any doubt exists about whether a course of action is lawful, each employee should seek advice from their supervisor, the territory manager, or executive management team.

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CONCLUSION

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistently and with the highest standards of business ethics. If any employee has any questions about these guidelines, he/she should contact his/her supervisor, territory management, the executive management team, even the Company President. We expect all Company employees to adhere to these standards.

Signed: _____

George J Mavlar
President and CEO

Executed on: May 1, 2017